

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known)

Chapter

11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Hydrocarb Energy Corporation

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 30-0420930

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

800 Gessner Road, Suite 375
Houston, TX 77024-4257

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Harris

County

Location of principal assets, if different from principal place of business

Galveston Bay, Texas (shallow water offshore)
and Namibia (shallow water offshore)

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) http://www.hydrocarb.com/

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor **Hydrocarb Energy Corporation**
Name

Case number (if known)

7. Describe debtor's business A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2111**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. Check all that apply:
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	Galveston Bay Energy LLC	Relationship	Subsidiary
District	Southern District of Texas	When	_____
		Case number, if known	To Be Filed

Debtor **Hydrocarb Energy Corporation**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated Assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input checked="" type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input checked="" type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Hydrocarb Energy Corporation
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

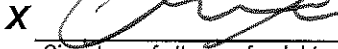
I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 13, 2016
MM / DD / YYYYX 
Signature of authorized representative of debtorKent Watts

Printed name

Title Chief Executive Officer**18. Signature of attorney**X 
Signature of attorney for debtorDate April 13, 2016
MM / DD / YYYYChristopher Adams
Printed nameOkin & Adams LLP
Firm name1113 Vine Street, Suite 201
Houston, TX 77002
Number, Street, City, State & ZIP CodeContact phone (713) 228-4100Email address cadams@okinadams.com24009857

Bar number and State

Official Form 201A (12/15)

[If debtor is required to file periodic reports (e.g. forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**United States Bankruptcy Court
Southern District of Texas**

In re **Hydrocarb Energy Corporation**

Debtor(s)

Case No.

Chapter

11

**Attachment to Voluntary Petition for Non-Individuals Filing for
Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is **000-53313**.

2. The following financial data is the latest available information and refers to the debtor's condition on **January 31, 2016**.

a. Total assets \$ **25,391,669.00**

b. Total debts (including debts listed in 2.c., below) \$ **14,311,910.00**

c. Debt securities held by more than 500 holders:

Approximate
number of
holders:

secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>

d. Number of shares of preferred stock **3,120** **2**

e. Number of shares common stock **26,037,928** **125**

Comments, if any:

3. Brief description of Debtor's business:

The company is engaged in the exploration, acquisition, development and production of crude oil and natural gas properties in the United States and in Namibia, Africa.

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Kent P. Watts, Christopher Watts, Michael Watts

RESOLUTION OF THE BOARD OF
HYDROCARB ENERGY CORP.

The undersigned, constituting the board of directors ("Board") of Hydrocarb Energy Corp ("Company"), do hereby consent to the adoption of the following resolution in accordance with the Company's Bylaws.

WHEREAS, the Board deems it to be in the best interest of the Company to file a case under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") for the purpose of preserving its assets (the "Chapter 11 Case").

NOW, THEREFORE, IT IS HEREBY RESOLVED THAT:

Filing of Bankruptcy Petition

In the judgment of the Board, it is in the best interests of the Company, its creditors, employees and other interested parties that a petition be filed by the Company seeking relief under chapter 11 of the Bankruptcy Code.

Mr. Kent Watts (the "Authorized Person") is hereby authorized and empowered on behalf of: and in the name of: the Company to execute and verify or certify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the "Bankruptcy Court") at such time as the Authorized Person shall determine.

The Authorized Person and such other officers of the Company as the Authorized Person shall, from time to time, designate are hereby, authorized and empowered on behalf of the Company to execute and/or file, or cause to be executed and/or filed (or to direct others to do so on behalf of the Company) all necessary documents in connection with the Company's Chapter 11 Case, including, but not limited to, all schedules, statements, affidavits, motions, lists, applications, pleadings and other papers, and all amendments and supplements thereto.

The Authorized Person and such other officers of the Company as the Authorized Person shall, from time to time, designate are authorized and empowered on behalf of, and in the name of, the Company, to execute any and all plans of reorganization under Chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, in such form and containing such terms as the person shall hereafter approve, and to cause the same to be filed in the Bankruptcy Court, at such time as said person executing the same shall determine.

Retention of Professionals

The law firm of Okin & Adams LLP shall be employed as counsel to the Company under a general retainer; and, as counsel to the Company, is hereby approved to act as general bankruptcy counsel for the Company in the Chapter 11 Case; and

The Authorized Person shall be, and hereby is, authorized and empowered on behalf of, and in the name of, the Company, to retain and employ other attorneys, investment bankers, accountants, and other professionals to assist the Company in its Chapter 11 Case on such terms as the Authorized Person deems necessary or proper.

IN WITNESS WHEREOF, the undersigned has executed this written consent as of the 22nd day of March 2016.

Prepared and approved by



Kent Watts, Chairman and Secretary

Reviewed and approved by:



Bob Harrell, Director



Chris Herndon, Director